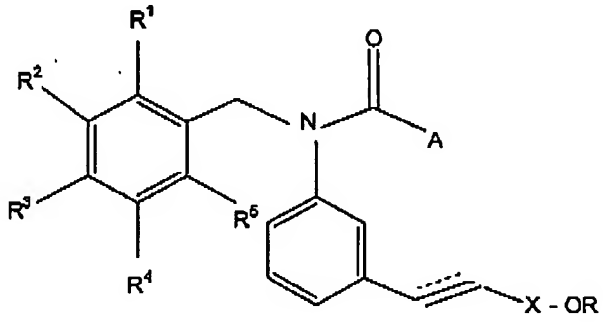
Amendments to the Claims/Listing of Claims

Please amend claims 1 and 10, and cancel claims 33-35 as follows. This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound having the structure:



wherein:

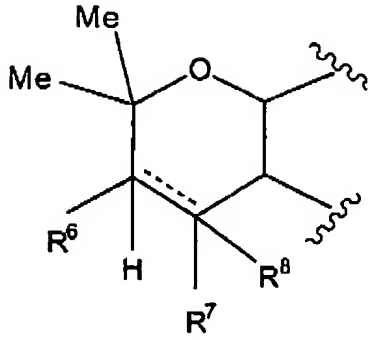
A is a C3 up to C8 branched chain alkyl or substituted alkyl group, a C3 up to C7 cycloalkyl or substituted cycloalkyl, an optionally substituted aryl or an optionally substituted heteroaryl,

X is –C(O)- or $-CH_2-$,

R is methyl or ethyl,

R^1 is H, hydroxy, alkoxy, benzoyloxy, mesityloxy, or $-OCH_2C(O)OC_2H_5$,

R^2 is H or R^2 can cooperate with R^3 to form a benzopyran, wherein the pyran ring has the structure:



wherein:

R^6 is not present if the pyran ring is unsaturated, or, if present, is selected from H, -OR, wherein R is alkyl or acyl, or R^6 can cooperate with R^7 to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety, and

only one of R^7 and R^8 is present if the pyran ring is unsaturated, or R^7 and R^8 are independently H, carboxyl, cyano, hydroxy, alkoxy, thioalkyl, aryl, or R^7 and R^8 taken together comprise a carbonyl oxygen or an oxime nitrogen, or either R^7 or R^8 can cooperate with R^6 to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety,

R^3 can cooperate with R^2 to form a benzopyran having the structure set forth above, or R^3 is alkenyl **or –CH=CH-C(O)-O-tBu**, optionally substituted aryl or heteroaryl, or optionally substituted arylalkenyl or heteroarylalkenyl,

R^4 is H or hydroxy, and

R^5 is H, hydroxy, alkoxy or aryloxy.

2. (Original) The compound of claim 1 wherein R^2 and R^3 cooperate to form a benzopyran.

3. (Original) The compound of claim 2 wherein A is cyclopropyl, X is -C(O)-, R^1 is methoxy, R^6 and R^7 are absent, and R^4, R^5 and R^8 are hydrogen.

4. (Original) The compound of claim 2 wherein A is cyclopropyl, X is $-CH_2-$, R^1 is methoxy, R^6 and R^7 are absent, and R^4, R^5 and R^8 are hydrogen.

5. (Original) The compound of claim 2 wherein A is cyclohexyl, X is -C(O)-, R^1 is methoxy, R^6 and R^7 are absent, and R^4, R^5 and R^8 are hydrogen.

6. (Original) The compound of claim 2 wherein A is phenyl, X is -C(O)-, R^1 is methoxy, R^6 and R^7 are absent, and R^4, R^5 and R^8 are hydrogen.

7. (Original) The compound of claim 2 wherein A is phenyl, X is -C(O)-, R^1 is methoxy, R^6 and R^7 cooperate to form a dichlorocyclopropyl ring, and R^4, R^5 and R^8 are hydrogen.

8. (Original) The compound of claim 2 wherein A is cyclohexyl, X is -C(O)-, R^1 is methoxy, R^6 and R^7 cooperate to form a dichlorocyclopropyl ring, and R^4, R^5 and R^8 are hydrogen.

9. (Original) The compound of claim 1 wherein R^3 is alkenyl.

10. (Currently Amended) The compound of claim ~~[[9]]~~ 1 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-C(O)-O-tBu.

11. (Original) The compound of claim 1 wherein R^3 is optionally substituted aryl or heteroaryl.

12. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is phenyl.

13. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is p-thiomethyl-phenyl.

14. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is m-methoxy-phenyl.

15. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is m-acetyl-phenyl.

16. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is 5-methyl-2-thiophene-yl.

17. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is 5-acetyl-2-thiophene-yl.

18. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is 4-dimethylamino-phenyl.

19. (Original) The compound of claim 11 wherein A is isopropyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is 4-dimethylamino-phenyl.

20. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is 2,3-(O-CH_2-O)-phenyl.

21. (Original) The compound of claim 11 wherein A is isopropyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is 2,3-(O-CH_2-O)-phenyl.

22. (Original) The compound of claim 1 wherein R^3 is or optionally substituted arylalkenyl or heteroarylalkenyl.

23. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-phenyl.

24. (Original) The compound of claim 22 wherein A is isopropyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-phenyl.

25. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-p-methoxy-phenyl.

26. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-o-fluoro-phenyl.

27. (Original) The compound of claim 22 wherein A is isopropyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-o-fluoro-phenyl.

28. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-m-fluoro-phenyl.

29. (Original) The compound of claim 22 wherein A is isopropyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-m-fluoro-phenyl.

30. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-p-fluoro-phenyl.

31. (Original) The compound of claim 22 wherein A is isopropyl, X is -C(O)-, R^1 R^2, R^4 and R^5 are hydrogen, and R^3 is –CH=CH-p-fluoro-phenyl.

32. (Original) A formulation comprising at least one compound according to claim 1 in a pharmaceutically acceptable carrier therefor.

33. – 35. (Cancelled)

36. (Original) A method for the treatment of hypercholestemia, said method comprising administering an effective amount of at least one compound according to claim 1 to a subject in need thereof.

37. (Original) A method for the treatment of cholestasis, said method comprising administering an effective amount of at least one compound according to claim 1 to a subject in need thereof.